

HELM
FINANCIAL CORPORATION

0102729086
RECEIVED
One Embarcadero Center, San Francisco, CA 94111
415/398-4510 FAX 415/398-4816

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LICENSING BRANCH

19558
VIA AIR COURIER

August 9, 1995

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are three (3) originals of the Memorandum of Lease of Railroad Equipment dated as of January 31, 1995 between the following parties:

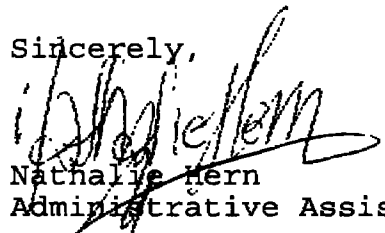
Lessor:	Helm Financial Corporation One Embarcadero Center, Suite 3500 San Francisco, CA 94111
Lessee:	Norfolk Southern Railway Company 110 Franklin Road S.E. Roanoke, VA 24042-0072

The equipment involved in this transaction is as follows:

Equipment: Twenty-two (22) boxcars (See Schedule A attached for reporting mark & numbers)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,


Nathalie Kern
Administrative Assistant

/nh

Enclosures (3)

19558

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT made as of January 31, 1995 is intended to evidence the Lease of Railroad Equipment, dated as of January 31, 1995 (the "Lease") between **HELM FINANCIAL CORPORATION**, a California corporation ("Lessor"), and **NORFOLK SOUTHERN RAILWAY COMPANY**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. Lessor has the right to lease the twenty-two (22) boxcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

LESSOR

HELM FINANCIAL CORPORATION

By: 

Title: President

Date: 7-19-95

LESSEE

NORFOLK SOUTHERN RAILWAY COMPANY

By: 

Title: Manager Pa. Chang-Car

Date: July 10, 1995

SCHEDULE A

**To the Memorandum of Lease of Railroad Equipment
between Helm Financial Corporation and
Norfolk Southern Railway Company**

Dated January 31, 1995

Equipment Description:

Eleven (11), 86', 70 ton capacity boxcars.

Unit Numbers:

NS 489171-489174 (inclusive), 489227, 489230

Equipment Description:

Eleven (11), 86', 100 ton capacity boxcars.

Unit Numbers:

NS 489650-489⁶⁰~~59~~ (inclusive)

cm

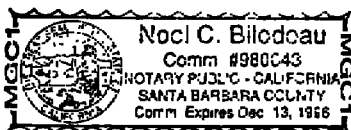
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On 7-19, 1995, before me, Noel C. Bilodeau,
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Noel C. Bilodeau
SIGNATURE OF THE NOTARY

STATE OF VIRGINIA)

City)

COUNTY OF ROANOKE)

On this 10th day of July, 1995, before me personally appeared Harry G. Fridge, to me personally known, who, being by me duly sworn, says that he is Manager Purchasing - Car of **NORFOLK SOUTHERN RAILWAY COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mary Lou Ferris Reynolds
Notary Public

My Commission Expires: 10/95

[Notarial Seal]

File